



**SSH**

Society for Simulation in Healthcare

# Bylaws

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# **Society for Simulation in Healthcare BYLAWS**

## **Article I. Name & Articles of Incorporation**

The name of the organization shall be the Society for Simulation in Healthcare (hereinafter referred to as the "Society"), a not-for-profit corporation incorporated in the state of California. SSH shall operate under the purposes set forth in its Articles of Incorporation.

## **Article II. Anti-Trust**

1. Applicable federal, state, and local laws and regulations including, but not limited to antitrust; and
2. Applicable tax exemption requirements, including the requirements that the Society not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

## **Article III. Membership**

### **Section 1 — Classifications**

1. Active Members:
  - 1.1. Individuals committed to advancing the application of simulation in healthcare.
  - 1.2. Student/Resident Members are Active Members.
2. Honorary Member:
  - 2.1. An individual, who is not a member of the Society, who has rendered outstanding service to the Society or in the area of simulation education, research, or development.
  - 2.2. To receive the designation of honorary Member, the individual must receive an affirmative majority vote by the Society Board of Directors.
  - 2.3. Honorary membership is for life unless revoked, is not transferable, and includes all benefits of membership.
3. Distinguished Life Member:
  - 3.1. An individual member of the Society who has rendered outstanding service to the Society or to the field of simulation.
  - 3.2. To receive the designation of Life Member, the individual must receive an affirmative majority vote by the Society Board of Directors.
  - 3.3. Life membership is for the life of the individual unless revoked, is not transferable, and includes all benefits of membership.

### **Section 2 — Privileges**

1. Active members:
  - 1.1. Have the right to vote on all matters submitted to membership concerning the Society except those specifically delegated to the Board of Directors, the Executive Committee or the officers.
  - 1.2. Receive Society publications according to the dues policies.
  - 1.3. Are invited to participate in all relevant activities of the Society.
  - 1.4. Are eligible, according to the Society's bylaws, to be nominated as a candidate for any elected or appointed office of the Society.

- 1.5. Pursuant to the laws and regulations of the state where the Society is incorporated, the accounting records and minutes of proceedings of the members of the board and committees of the board shall be open to inspection upon written request of the society of any member at any reasonable time, for a purpose reasonable related to such person's interests as a member.
2. Honorary and Distinguished Life Members:
  - 2.1. Such members will be without any dues requirement, and will receive all the privileges of Active Members with the exceptions noted below.
  - 2.2. Honorary and Distinguished Life Members shall have the right to vote as Active Members.
  - 2.3. Honorary members are not eligible for candidacy for any elected or appointed office with the exception of the Advisory Panel, or as deemed appropriate by the Executive Committee.
  - 2.4. Distinguished Life members are eligible for candidacy for any elected or appointed office.
3. Supporters:

A company/organization having an interest in success of healthcare simulation and that adheres to the mission statement and purposes of the Society may be considered as a Supporter as designated by the Board of Directors, rather than as a member, with benefits prescribed by the Board of Directors.

### **Section 3 — Responsibilities of Membership**

Each Active, Honorary, Distinguished Life Member and Supporter shall have the responsibility to support the mission, purposes, and functions of the Society and to abide by the Society's bylaws.

### **Section 4 — Dues**

1. Annual membership dues, and what benefits those dues include, of active members shall be determined by and voted on by the Board of Directors.
2. A two-thirds (2/3) majority of the Board of Directors members shall be required to modify dues.
3. There shall be no dues for Honorary or Distinguished Life Members.

### **Section 5 — Termination of Membership**

1. Membership will be automatically terminated for non-payment of dues in accordance with the Society's policy.
2. The membership of any member of the Society may be terminated, following due process, by Board of Directors two-thirds (2/3) vote, upon the determination that an individual has deliberately and willfully violated the bylaws and/or policies of the Society.

## **Article IV. Meetings**

### **Section 1 — Meetings of the Membership**

1. Annual Business Meeting  
The Society shall hold an annual meeting of the membership at a time and place decided upon by the Board of Directors
2. Special Meetings
  - 2.1. Special meetings of the Society shall be called:
    - 2.1.1. By the President upon a majority vote of the Board of Directors, or
    - 2.1.2. Upon written non-electronic request to the President by at least 30% of the active members of the Society
3. Regular Meeting notice
  - 3.1. Pursuant to the laws and regulations of the state where the Society is incorporated, notice of the meeting will be provided in writing (paper or electronically) at least thirty (30) days in advance.

### **Section 2 — Meetings of the Board of Directors, Commissions and Committees**

1. The full Board of Directors meets at least 4 times per year.
2. Meetings may be held electronically if each participating member can hear and respond to the others during the meeting.
  - 2.1. Any Board of Directors, Commission or Committee can convene a meeting through electronic channels so long as all persons participating in the meeting are able to hear one another or communicate concurrently.
  - 2.2. Participation by such means shall be equivalent to participation at the face-to-face meeting.
  - 2.3. Proxy voting is not permitted.
  - 2.4. Voting by surface mail or electronically shall follow all applicable state and federal regulations.

## **Article V. Board of Directors**

### **Section 1 — Description**

1. The Board of Directors shall be the official entity for policy determination of the Society.
2. The property and activities of the Society shall be managed by the Board of Directors who shall have the powers and authority expressly given by law, by the Certificate of Incorporation and by these bylaws, together with all such other powers and authority as are proper, necessary or convenient to the attainment of the objectives and purposes of the Society.

### **Section 2 — Responsibilities**

Members of the Board of Directors shall:

1. Nominate up to two (2) qualified candidates for the position of President-Elect to be voted on by the general membership
2. Perform all duties entrusted to the directors by the Articles of Incorporation.
3. Abide by the bylaws, policies, and procedures of the Society.
4. Perform duties ethically and with integrity.
5. In matters relevant to the Society, place the interests of the Society as primary.

6. Declare all actual and potential conflicts of interest as soon as the board member becomes aware of these and closely adhere to the Society's conflict of interest policies and procedures.
7. Use a high level of discretion and integrity in discussing non-confidential Society board matters.
8. Not disclose materials, discussions, or other relevant information that are declared to be confidential or sensitive without prior authorization of the President. All closed Board discussions should be assumed to be confidential unless otherwise stated.
9. Not use their position or information related to or acquired as a result of Society activities for their personal gain or profit.
10. Debate and determine Society policy regarding the affairs of the Society.
11. Supervise and direct the business and financial affairs of the Society.
12. Develop and communicate a Strategic Plan that provides an intentional and deliberate direction for the Society and its members.
13. Annually develop Commission and Committee charges to direct efforts in alignment with the Society's Strategic Plan.
14. Prioritize and assign ad hoc directives to appropriate committees, or task forces as needed.
15. Develop and foster a means of open communication between the Society and other professional organizations, communities of practice, and industry partners.

### **Section 3 — Composition**

1. The Board of Directors shall be composed of up to fifteen (15) voting members, inclusive of the corporate representative.
2. The Board of Directors shall include a composition of nine (9) elected voting members and six (6) appointed voting members.
3. The Board of Directors shall be composed of individuals reflecting the breadth of the society's membership.
4. There can be no more than 9 individuals from a single profession represented on the Board of Directors.
  - 4.1. In the case of vacancy or in the absence of a qualified nominee, Article V, Section 3, Parts 1 and 3, may be waived with the majority vote of the remaining Directors.
  - 4.2. In the case of vacancy or in the absence of a qualified nominee, Article V, Section 3, Part 2, may be waived with a 2/3 majority vote of the Board of Directors.
  - 4.3. The President Elect, President, and Immediate Past President cannot all be from the same profession. This requirement may be waived by a 2/3-majority vote of the full Board of Directors.
  - 4.4. All appointed members of the Board of Directors must declare their profession at the time of their appointment.
  - 4.5. The profession of the appointed corporate representative shall not be considered in the rules governing the composition of the Board.
5. **Officers**  
 There shall be five (5) officers: President, President-Elect, Immediate Past-President, Secretary and Treasurer. These will be the executive officers of the Board of Directors, and constitute five (5) of the six (6) members of the Executive Committee.

#### **President:**

- 5.1. Shall preside at all meetings of the Board of Directors.
- 5.2. Shall be a non-voting, ex-officio member of all committees with the exception of the nomination committee.

- 5.3. Shall perform such other duties as are required by the office, the Board of Directors, or by the Society bylaws.

**President-elect:**

- 5.4. Shall serve on the Board of Directors and the Executive Committee for a period of one (1) year prior to the start of term as President of the Society.
- 5.5. Shall automatically ascend to the presidency upon the conclusion of the term of the preceding president.
- 5.6. Shall be a non-voting ex-officio member of all committees unless otherwise specified by Committee Bylaws/policies or direct appointment by the Society President.

**Immediate Past-president:**

- 5.7. The immediate Past-President shall remain on the Board of Directors and the executive committee for a period of one (1) year subsequent to completion of term as President of the Society.
- 5.8. The immediate Past-President shall in the absence or incapacity of the President-Elect, perform the duties and exercise the powers vested in that office.
- 5.9. The Immediate Past President shall in the absence or incapacity of the President perform the duties and exercises the powers of the President.

**Secretary:**

- 5.10. The Secretary shall assure accurate recordings of the proceedings of the meetings of the Board of Directors, of the executive committee, and of the members of the Society.
- 5.11. Any recorded transcript of meetings will be used only as an aid for preparing minutes and are to be destroyed after the minutes of a given meeting have been approved according to a record retention/destruction policy.

**Treasurer:**

- 5.12. The Treasurer assures that the Executive Director shall keep or cause to be kept, in both electronic and hard copy belonging to the Society, complete and accurate accounts of all receipts and disbursements, resources and liabilities, and shall deposit all moneys, funds and other valuable effects of the Society, in the name of and to the credit of the Society, in such depository or depositories as may be designated by the Board of Directors.
- 5.13. The Treasurer shall oversee the disbursement of funds of the Society in payments of its obligations, taking proper vouchers and receipts for such disbursements.
- 5.14. The Treasurer shall render to the President and to the Directors at the meetings of the Directors, or whenever otherwise requested, corporate statements and reports showing the financial condition of the Society.
- 5.15. The Treasurer may sign corporate documents and instruments as necessary.
- 5.16. The Treasurer shall arrange for the performance of an audit and for the preparation of audited financial statements by a certified public accountant on behalf of the Society, whenever directed to do so by law or by the Board of Directors according to the audit policy.

**Officer Eligibility Requirements:**

- 5.17. Each candidate for secretary or treasurer must be a current member in good standing of the Society for at least two (2) consecutive years prior to nomination. Each candidate for President-Elect must have a minimum of one (1) year experience on the Board of Directors prior to commencement of the President-Elect term. This requirement may be waived by 2/3 majority vote of the Board of Directors.

**Officer Responsibilities:**

- 5.18. Each officer shall exercise the duties and responsibilities as a member of the Board of Directors.
- 5.19. Each officer shall serve as a voting member of the Executive Committee exercising all responsibilities specified by the bylaws and assigned by the Board of Directors.
- 5.20. Each officer shall make every reasonable effort to be present for Executive Committee meetings. Failure to attend three (3) consecutive meetings will result in a review of circumstances and performance by the Board of Directors. Review may result in the recommendation for removal from the Board of Directors. Formal removal from the Board of Directors will follow procedures outlined in Article V, Section 5, Part 2.

**Directors at Large:**

- 6. Eligibility requirements:
  - 6.1. A Director At-Large must be a current member in good standing.
  - 6.2. A nominee for the Board of Directors must have been an active member of the Society for at least two (2) consecutive years. This requirement may be waived by vote of the Board of Directors.
  - 6.3. Members of the Board of Directors shall exercise the responsibilities specified in the bylaws for the Board of Directors.
  - 6.4. There must be a minimum of three (3) elected voting Directors at Large except as stipulated Article V, Section 3, Part 3.1.
  - 6.5. There may be up to six (6) appointed voting Directors at Large. This maximum may be exceeded in circumstances where an elected Director at Large vacates his/her position; however the position will be retained as an elected position once the original vacated term is completed.
  - 6.6. The Corporate representative will be a one (1) year appointment to be served by the Chair of the Corporate Roundtable or a representative selected by the Corporate Roundtable and approved by the Executive Committee. No person shall serve consecutively for more than two years.
    - 6.6.1. The Corporate Roundtable representative will be ineligible to be an Officer during their term.

**7. Terms of Office**

- 7.1. Elected Officers:
  - 7.1.1. President: One (1) year
  - 7.1.2. President Elect: One (1) year
  - 7.1.3. Immediate Past-president: One (1) year
  - 7.1.4. Secretary: Two (2) years
  - 7.1.5. Treasurer: Two (2) years
- 7.2. Any individual elected to any Board of Directors position is expected to serve on the Board of Directors for a total of three (3) years, after which the individual may be eligible for re-election to the Board of Directors.
- 7.3. Terms of office for secretary and treasurer shall be two years, after which they will serve a one-year term as Directors at Large.
- 7.4. Elected directors shall serve for a three (3) year term, unless otherwise specified, to commence the day following the close of the International Meeting on Simulation in Healthcare.
- 7.5. Appointed directors term duration shall be specified in their letter of appointment and shall not exceed three (3) years. The term shall commence the day following the close of the International Meeting on Simulation in Healthcare.
- 7.6. Elections for the Secretary and Treasurer positions shall be held on an alternating basis.
- 7.7. Any person cannot serve consecutively for more than six (6) years on the Board of Directors. This requirement may be waived by a 2/3 majority vote of the Board of Directors.



## **Section 4 — Elections**

1. Elections shall be held annually, facilitated by the Society's administration/management with oversight by the Executive Director and the Nomination Committee.
2. Nominations Committee shall prepare a slate of qualified nominees to be presented for ratification by the Executive Committee, such slate shall include no more than three (3) nominees for each office for At-Large and Secretary or Treasurer. The SSH Board of Directors shall prepare a slate of no more than two (2) individuals for the office of President-Elect. The slate must account for all possible outcomes to ensure proper compliance with Society bylaws.
3. Electoral Process:
  - 3.1. Nominees for Treasurer, Secretary or At-Large may be self-nominated or nominated by an active and current member of the Society.
  - 3.2. Nominees for President-Elect must be nominated by the Board of Directors.
  - 3.3. Elections must be complete by August 31 of a Calendar year unless waived by a majority vote of the Board of Directors
  - 3.4. The process for nominations for elected position shall be posted on the Society's website for a minimum of thirty (30) calendar days.
  - 3.5. The electoral process shall be conducted in accordance with policies and procedures approved by the Board of Directors.
  - 3.6. Polling shall be conducted electronically for a minimum of thirty (30) calendar days.
4. Active Members of the Society shall elect Directors and Officers by ballot, as determined by the Board of Directors.
5. Candidates receiving the highest number of votes for a given position shall be declared elected after ratification of the process by the Executive Committee. A candidate receiving the highest number of votes shall not have declaration of election withheld without reasonable cause and review by the full Board of Directors.
6. In the event of a tie vote for the position of President-Elect, Secretary, Treasurer, or for the Director-at-Large positions, there shall be a second balloting of the Society's active members.
7. A candidate for an elected position who is currently a member of the Board of Directors and who is not elected shall continue to serve the remaining un-expired years of the original term.

## **Section 5 — Resignations, Removal, Vacancies, and Appointments**

1. Resignation
  - 1.1. A Director or Officer may resign by a written notice to the President. The resignation will be effective upon receipt by the Society or by the time noted in the resignation notice.
    - 1.1.1. The President may resign by written notice to the Executive Director
2. Removal
  - 2.1. A Board of Directors member may be removed at any time by action of the Board of Directors for malfeasance in office or other just cause. A two-thirds majority vote of the full Board of Directors is required to remove a Board of Directors member. There will be thirty (30) days written notice to the Board members that a removal vote shall occur. The Board of Directors member pending removal shall receive thirty (30) days written notice.
  - 2.2. The members of the Society may petition the Board of Directors for removal of a board member; the petition requires verified signatures of at least 10% of the Society membership. The Board of Directors would proceed as per Article V. Section 5, Part 2.1, should such a petition be presented to the Board of Directors.
3. Vacancies:
  - 3.1. Board of Director:

In the Event of a vacant position on the Board of Directors, the President, with majority approval of the Board of Directors, shall appoint an eligible Society member to fill the position for the remainder of the original term of the position.

3.2. Officer

In the event of a vacant Officer position, the Board of Directors will vote for a replacement to fill the position for the remainder of the term.

3.3. Committee Chair, and Vice Chair Positions

In the event of a vacant position of a Committee chair or vice-chair, the President, with approval of the executive committee, shall appoint an eligible Society member to fill the position for the remainder of the original term of the position.

3.4. Position of the President

If the office of President becomes vacant:

3.4.1. The Immediate Past President shall assume the office of President.

3.4.2. The Immediate Past President position shall remain vacant until the day following the close of the next International Meeting on Simulation in Healthcare, after which the President shall assume the Immediate Past President position.

3.5. Position of the President-Elect

3.5.1. If the office of President-Elect becomes vacant the office shall remain vacant until the next scheduled election. The President and the Immediate Past President, in this case, shall serve an additional year in their respective roles. Should this provision contradict with any other section of the bylaws, this provision shall prevail.

3.6. Position of the Immediate Past President

If the position of Immediate Past President becomes vacant, it shall remain vacant until it is filled on the day following the close of the next International Meeting on Simulation in Healthcare

4. Appointments

4.1. Board of Directors – Member-at-Large

The President-Elect shall make member-at-large appointments whose term shall begin in the year the President-Elect shall occupy the office of President. The Executive Committee shall approve all member-at-large appointments.

## Section 6 — Meetings

1. The Board of Directors shall meet 4 times a year at minimum or more frequently as circumstances warrant.
2. One meeting of the Board of Directors shall be held in conjunction with the Society's Annual Meeting.
3. Each Director-At-Large shall make every reasonable effort to be present for Board of Directors meetings whether face-to-face or virtual.
4. Failure to attend three (3) consecutive meetings will result in a review of circumstances and performance by the Board of Directors. Review may result in the recommendation for removal from Board of Directors. Formal removal from the Board of Directors will follow procedures outlined in Article V., Section 5, Part 2.

## Section 7 — Quorum & Voting

1. A quorum for Board of Directors meetings shall consist of nine (9) voting members, at least three (3) of which are Executive Committee members.

2. All decisions of the Board of Directors require an affirmative vote of a minimum of five (5) or a majority of the quorum, whichever is greater.
3. The vote and quorum requirements of the Executive Committee are defined in Article VI, Section 3.

## **Article VI. Executive Committee**

### **Section 1—Composition**

1. Voting members: The executive committee shall be composed of
  - 1.1. The President (Chairperson)
  - 1.2. The President-elect
  - 1.3. The Immediate Past-President
  - 1.4. The Secretary
  - 1.5. The Treasurer
  - 1.6. One (1) Board of Directors Member appointed by a majority vote of the Board of Directors for a one (1) year (renewable) term.
2. The diversity and professional balance of the Executive Committee shall be considered when appointing the non-officer member from the Board of Directors to the Executive Committee.

### **Section 2—Responsibilities**

#### **The Executive Committee:**

1. Direct the strategic planning efforts of the Board of Directors
2. Shall have all powers of the Board of Directors when the Board of Directors is not in session, except that the Executive Committee does not have the power to:
  - 2.1. Amend, alter, or repeal bylaws
  - 2.2. Elect, appoint, or remove any member of the Board of Directors (including the Executive Committee), except to fill a void, until said term expires, or as otherwise specified in the Bylaws
  - 2.3. Amend the articles of incorporation
  - 2.4. Adopt a plan of merger or consolidation
  - 2.5. Authorize the sale, lease or merger of all or substantially all of the Society's assets
  - 2.6. Authorize the voluntary dissolution of the Society or revoke proceedings
  - 2.7. Adopt a plan of the distribution of assets of the Society
  - 2.8. Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee
  - 2.9. Approve a budget for an entire fiscal year

### **Section 3 — Quorum & Voting**

1. A quorum for Executive Committee meetings shall consist of at least four (4) voting members.
2. A matter is considered passed with an affirmative vote of at least four (4)

## **Article VII. Advisory Panel**

### **Section 1 — Description**

1. The purpose of the Advisory Panel shall be to provide advice, information, and make recommendations to the Society for Simulation in Healthcare (SSH) Board of Directors on matters that are consistent with the mission and vision of the Society.
2. The Panel shall be comprised of former members of the Board of Directors, who are in current good standing with the Society.

## **Article VIII. – Corporate Roundtable**

### **Section 1 — Description**

1. The purpose of the Corporate Roundtable shall be to invite and encourage industry to partner with SSH and promote visibility and recognition of the science and study of simulation into the future.
2. The Corporate Roundtable shall consist of members of industry approved by the Executive Committee to serve on this panel

## **Article IX. Committees and Commissions**

### **Section 1 — Classifications**

1. The Society shall have an Executive Committee and standing Committees. The Society may create Commissions and Task forces as needed .
2. The Board of Directors shall define the name and structure of each Committee, Commission, and Task forces. The Board of Directors has the sole authority to name a standing Committee or Commission. A Commission may be initiated if the Board of Directors believes there are sufficient commonalities between the directive of standing committees to merit independent oversight and alignment of efforts.
3. A Task force, as approved by the Executive Committee or Board of Directors, may be convened for a fixed term, as appointed by the President.
4. All Committees and Commissions shall report directly to the Board of Directors through their designated Board Liaison.
5. Committees and Commissions may recommend and propose procedures and policy statements to the Board of Directors through the Executive Director or Board Liaison.
6. Committee and Commission policies and procedures must be consistent with Society bylaws, policies, vision and mission, and the annual Committee Charges put forth by the Board of Directors.
7. All Committee and Commission members must agree to follow the bylaws, policies and procedures of the Society
8. The committees and commissions of the society are:
  - 8.1. Executive Committee
  - 8.2. Finance and Audit Committee
  - 8.3. Governance Committee
  - 8.4. Nominations Committee
  - 8.5. Internal Relations Committee
  - 8.6. External Relations Committee
  - 8.7. Education Committee
  - 8.8. Research Committee
  - 8.9. Technology Committee

- 8.10. Diversity, Equity, & Inclusion Committee
- 8.11. Development Committee
- 8.12. Advocacy Committee
- 8.13. Meetings Oversight Commission

**(See Article X for Credentialing & Article XI for Interest Groups)**

**Section 2 — Appointments**

- 1. The President-Elect shall make appointments of all Committee and Commission Chairs and Vice Chairs whose term shall begin in the year the President-Elect shall occupy the office of President. The Executive Committee shall approve all Committee and Commission Chair and Vice Chair appointments.
- 2. Any Society member in good standing shall be eligible to serve on a Committee or a Commission.
- 3. Committee Chairs and Vice Chairs shall make Committee member appointments.
- 4. The Chairs and Vice Chairs of the Committees overseen by the Commission shall serve as members of the Commission.
- 5. Committee and Commission Chairs and Vice Chairs shall serve a two (2) year term unless otherwise specified in the Bylaws for the Committee or Commission. Reappointment shall be at the discretion of the President-Elect. A chair or vice-chair cannot serve for more than two (2) consecutive terms, unless approved by a majority vote of the Board of Directors.
- 6. Terms of appointment to committee service are three (3) years with an option for reappointment, unless otherwise specified in the Bylaws for the Committee or Commission. Reappointment shall be at the discretion of the Committee Chair. A member cannot serve for more than two (2) consecutive terms.

**Section 3 —Composition, Qualifications, Responsibilities**

- 1. The Society President shall be an Ex-Officio, non-voting member of all Committees and Commissions, except the Nominations Committee.
- 2. The Society President-elect shall be an Ex-Officio, non-voting member of all Committees and Commissions unless otherwise specified by Committee Bylaws or direct appointment by the Society President.
- 3. Each Committee and Commission shall include the following Ex-Officio non-voting members:
  - 3.1. Board Liaison.
    - 3.1.1.SSH Board liaisons will participate in and support the Committee and Commission activities as assigned by the President.
  - 3.2. The Executive Director or Associate Executive Director.
  - 3.3. Staff Liaison
    - 3.3.1.SSH staff liaisons will participate in and support the Committee and Commission activities as assigned by the Executive Director.
- 4. The responsibilities of the Committee and Commission Chairs and Vice Chairs include:

- 4.1. Committee and Commission Chairs shall prepare and submit quarterly reports to the Executive Director that describe the progress of their committee's work towards realizing the delegated charges from the Board of Directors.
- 4.2. Committee and Commission Chairs and Vice Chairs shall work with their Board Liaison and the Society Treasurer, Executive Director and Associate Executive Director to prepare an annual budget for review by the Finance and Audit Committee. The Finance and Audit Committee shall be responsible for making Committee and Commission budget recommendations to the Board of Directors.
- 4.3. The Committee and Commission Chairs and Vice Chairs shall strive to have members who meet the qualification requirements of their respective committees or commissions, and who also represents the diversity of the Society's membership.
- 4.4. If for whatever reason, a Committee or Commission Chair cannot complete her/his appointed term, the Vice-Chair shall assume the Chair's responsibilities unless otherwise directed by the Executive Committee. The Executive Committee shall determine if another Vice Chair should be appointed to complete the remainder of the former Vice Chair's term.
- 4.5. Each Committee shall function under the direction of the policies and procedures of the society, the committee and in accordance with the annual Committee Charge from the Society Board of Directors

#### **Section 4 — Executive Committee**

See Article VI for Executive Committee Bylaws.

#### **Section 5 — Finance and Audit Committee**

The Finance and Audit Committee shall be responsible for developing the annual Society budget and reviewing and authorizing internal and external financial audits as required by applicable laws or as otherwise deemed necessary to effectively provide oversight for the Society's financial status and integrity. The Finance and Audit Committee shall provide financial reports, recommendations, and guidance to the Board of Directors.

1. The Finance and Audit Committee shall be composed of the Chair, Vice Chair, and nine (9) members. The Society Treasurer shall serve as an ex-officio member without voting privileges.

#### **Section 6 —Governance Committee**

The governance committee shall be responsible for developing processes to ensure annual board evaluation/quality of performance, board orientation, conflict of interest disclosure, management and resolution, and ongoing board education. The Governance committee shall also be responsible for performing an annual Bylaws review by the end of the first quarter of the fiscal year (September 30th), as required to effectively provide oversight of the Society's institutional integrity and governance. The Governance committee shall conduct an annual review of board committee functions and structure. The Governance Committee shall provide recommendations for Bylaw changes and guidance to The Board of Directors for documenting and implementing modifications to the Society's operational or governance structure. The Governance committee shall also be responsible for developing the process and ensuring implementation of an annual performance review of the Executive Director, Editor in Chief, and other positions as directed by the Board.

1. The Governance Committee shall be composed of the chair, vice chair, and nine (9) members. The Chair shall have served for at least three (3) years on the Board of Directors and shall not be a current member of the Board. The Immediate Past President shall be one of the nine (9) members of the committee with a one-year term.

### **Section 7 — Nominations Committee**

The Nominations Committee shall be responsible for facilitating the Society's annual elections by soliciting and vetting nominations for open Board of Director positions and preparing an election slate of no more than three (3) qualified nominees for each office for ratification by the Executive Committee. The slate of nominees must comply with Society bylaws.

1. The Nominations Committee shall be composed of the Co-Chairs and seven (7) members. The Co-Chairs shall be the Immediate Past President and Governance Committee Chair. The Co-Chairs shall be non-voting members of the committee.
2. Nominations Committee members shall include the five (5) Chairs from External Relations Committee, Education Committee, Technology Committee, Meetings Oversight Commission, and the Diversity, Equity, & Inclusion Committee in odd years; and four (4) Chairs from Internal Relations Committee, Research Committee, Diversity, Equity, & Inclusion Committee, Finance and Audit Committee, and a member of the SSH Fellows Academy (selected by the SSH Academy members) in even years. In the event that the Committee Chair is nominated for office, the Committee's Vice Chair shall serve on the Nominations Committee.
3. Nominations Committee shall include two (2) at-large members jointly selected by the President, Past President and President Elect to represent the diversity of the membership. The at-large members shall be selected from the Chairs and Vice Chairs of Sections, Special Interest Groups and Sub-Committees; or from the Board of Directors other than Executive Committee members.
4. Terms of appointment to committee service are one (1) year with an option for reappointment.
5. Individuals who are nominated for any elected position may not serve on the Nominations Committee during the election cycle in which they are nominated.
6. Any person serving on the nominations committee may not participate in the disclosure review process in the same year.

### **Section 8 — Internal Relations Committee**

The Internal Relations Committee shall support the growth, development and advancement of the general membership, Sections, Special Interest Groups (SIGs), and Affinity Groups (AG) by developing and facilitating collaboration between and within interest groups, other Society committees, administration and the Board of Directors.

The Internal Relations Committee shall be composed of a chair, vice chair, and nine (9) members.

### **Section 9 — External Relations Committee**

The External Strategic Relations Committee (ERC) shall support relationships with external organizations and contribute directly to the fulfillment of the Society's mission and goals.

The External Relations Committee shall be composed of a chair, vice chair, and nine (9) members.

### **Section 10 — Education Committee**

The Education Committee shall support the strategic goals of the Society as it pertains to education.

The Education Committee shall be composed of the chair, vice chair, and nine (9) members.

### **Section 11 — Research Committee**

The Research Committee shall support the strategic goals of the Society as it pertains to research.

The Research Committee shall be composed of the chair, vice chair, and nine (9) members.

### **Section 12 — Technology Committee**

The Technology Committee shall support the strategic goals of the Society as it pertains to technology.

The Technology Committee shall be composed of the chair, vice chair, and nine (9) members.

### **Section 13 — Diversity, Equity, and Inclusion Committee**

The Diversity, Equity, and Inclusion Committee shall support the goals of the Society as it pertains to diversity, equity, and inclusion.

The Diversity, Equity, and Inclusion Committee shall be composed of the chair, vice chair, and nine (9) members.

### **Section 14 — Development Committee**

The Development Committee is responsible for furthering the healthcare simulation field through donor support.

The Development Committee shall be composed of the chair, vice chair, and nine (9) members.

### **Section 15 — Advocacy Committee**

The advocacy committee shall be responsible for developing and coordinating activities to execute the Society's policy and advocacy agenda. The advocacy committee shall also seek to develop and enhance member abilities to serve in advocacy roles on behalf of the Society. The committee will employ an integrated approach to maximize the Society's impact, including interacting with government leaders, forging partnerships, engaging advocates, and fostering issue campaigns, as needed.

The Advocacy Committee shall conduct a biennial review of the policy and advocacy agenda and recommend changes to the Board of Directors.

1. The Advocacy Committee shall be composed of the chair, vice chair, and nine (9) members.
2. The Chair shall have served on the Board of Directors and shall not be a current member of the Board.
3. The Immediate Past President shall be one of the nine (9) members of the committee with a one-year term.
4. The Chair of the External Relations Committee shall be one of the nine (9) members of the committee.

### **Section 16 — Meeting Oversight Commission**

The Meeting Oversight Commission shall be responsible for assuring the longitudinal quality, integrity and financial success of the Society sponsored meetings through the synergistic development of strategies, analyses, efficiencies, quality control, and cross promotional activities. The Meeting Oversight Commission



shall be responsible for overseeing the work of the IMSH Planning Team and other Society “Meeting” Planning Teams, so that all requisite policies, procedures, processes, quality standards, and legal and financial requirements are met and maintained.

1. The Meeting Oversight Commission shall be composed of the Chair, Vice Chair, and members selected to represent the planning and implementation of Society meetings as outlined in Article IX, Section 15, Part 2.
2. The Meeting Oversight Commission members shall include the Society President-Elect, Immediate Past President, and (1) At-Large Board Member; one (1) member from the immediate previous three (3) year’s IMSH Planning co-chairs, one (1) member from the immediate previous year’s other meetings co-chairs (e.g., SimOps, APMSH, etc), and four (4) at-large members approved by the Board of Directors.
3. Terms of appointment to the Meetings Oversight Commission for IMSH Planning Committee Chairs is one (1) year. Terms of appointment to the Meetings Oversight commission for other Society “Meeting” Planning Committee Chairs is one (1) year.
4. Term of appointment to the Meetings Oversight Commission for the At-Large Board of Directors member is one (1) year.

## **Article X. Credentialing**

The information contained in the Sections in this Article shall supersede any information in other areas of the Bylaws pertaining to Committees, Commissions, Councils, or similar.

### **Section 1 — Certification Council**

The Certification Council shall be responsible for developing, delivering, and assuring the integrity of the Society’s certification programs. This includes verifying that all requisite compliance, regulatory and quality standards are met and maintained.

1. The Certification Council shall be solely responsible for decisions about certification functions for the core aspects of the certification programs. This includes such items as eligibility standards, standards for initial certification and maintaining certification, disciplinary determinations, the development, administration, and scoring of examinations, and the selection of subject-matter experts (SMEs).
2. The Certification Council and the SSH Board shall have shared responsibility for all other decisions, and shall work together to create and approve budgets that provide sufficient financial resources for the certification programs.

### **Section 2 — Accreditation Council**

The Accreditation Council shall be responsible for developing, delivering, and assuring the integrity of the Society’s accreditation program. This includes verifying that all requisite compliance, regulatory and quality standards are met and maintained.

1. The Accreditation Council shall be responsible for decisions about accreditation functions for the core aspects of the accreditation programs. This includes such elements as the standards and elements, the process and requirements for accreditation and reaccreditation, disciplinary determinations, the accreditation decisions, and the selection, orientation, continued development, and quality management of program reviewers.

2. The Accreditation Council and the SSH Board shall have shared responsibility for all other decisions and shall work together to create and approve budgets that provide sufficient financial resources for the accreditation programs.

### **Section 3 — Society for Simulation in Healthcare Academy**

The Academy, composed of the Fellows, shall be responsible for developing, delivering, and assuring the integrity of the Society's fellowship program. This includes verifying that all requisite compliance, regulatory and quality standards are met and maintained.

1. The Academy shall be responsible for the decisions related to the core aspects of the Academy. This includes such elements as recommending initiatives that will advance the mission and vision of the Academy, establishing the criteria and process for selection of fellows, and determining initiatives that will advance the mission and vision of the Academy.
2. The Academy and the SSH Board shall have shared responsibility for all other decisions, including final approval of any initiatives of the Academy, and shall work together to create and approve budgets that provide sufficient financial resources for the Academy.

## **Article XI: Affinity, Regional, Special Interest Groups, and Sections**

### **Section 1 - Appointments and Terms of Office:**

1. The Board of Directors approves Affinity Groups, Regional Groups, Special interest Groups, and Sections
2. Chairs and Vice Chairs shall be selected by the specific group (AG, SIG, Section) members and approved by the Executive Committee.
3. Chairs and Vice Chairs shall serve a two (2) year term unless otherwise specified.
  - 3.1. If for whatever reason, a Chair cannot complete their term, the Vice-Chair, with the approval of the Executive Committee, will assume all chair responsibilities.

### **Section 2 — Affinity Groups**

The purpose of an Affinity Group is for SSH members and non-members with special interests in simulation to network and explore an area of simulation specialization and collaborate formally. Affinity groups advance simulation in an area of interest to increase opportunities for participation in SSH, and to promote and advance the purposes and activities of SSH.

Affinity Groups (AG) are defined as an active group of SSH members and non-SSH members with a common interest. The Affinity Group members will act in a way that is consistent with the policies of SSH. SSH Affinity Group leadership reports directly to the Internal Relations Committee.

### **Section 3 — Regional Groups**

The purpose of a Regional Group is for SSH members and non-members to advance healthcare simulation in their geographic area, to increase opportunities for participation in SSH, and to promote and advance the purposes and activities of SSH. An identified SSH Regional Group is a collection of healthcare simulationists with geographic proximity and shared interests in healthcare simulation.

Regional Groups (RG) are defined as an active group of SSH members and non-SSH members with a common interest within geographic proximity. The Regional Group members will act in a way that is consistent with the policies of SSH. SSH Regional Group leadership reports directly to the Internal Relations Committee.

#### **Section 4 — Special Interest Groups (SIGs)**

The purpose of a Special Interest Group is to provide opportunities for SSH members to advance simulation in their area of interest, promote member engagement in the Society, and enhance the Society's conferences and events.

Special Interest Groups are structured groups of 30 or more members dedicated to advancing simulation in their area of interest and supporting the vision and mission of SSH. SSH Special Interest Group leadership reports directly to the Internal Relations Committee.

#### **Section 5 — Sections**

The purpose of a Section is to provide opportunities for the members of SSH to advance simulation in their area of interest, to promote member engagement and leadership development in the society, and to broaden educational and research content at Society conferences and events.

SSH Sections are structured groups of 100 or more SSH members dedicated to advance simulation in their area of interest and support the vision and mission of the Society. SSH Section leadership reports directly to the Board of Directors.

### **Article XII. Official Publications**

#### **Section 1 — Journal**

1. The official publication of the Society shall be Simulation in Healthcare (also referred to as “The Journal”)
2. Editor-in-Chief (EIC)
  - 2.1. The editor-in chief's responsibilities are as outlined in Society Policy and in the EIC Contract of Employment.
  - 2.2. The Board of Directors shall appoint the editor-in- chief, and the Board of Directors shall ratify the contract between the editor-in-chief and the Society.
  - 2.3. The Board of Directors shall have the authority to direct the editor-in-chief in accordance with the Society's philosophy and goals. Should a question of authority over Journal-related decisions be in dispute between the Board of Directors and the editor-in-chief, the Board of Directors shall prevail.
3. SIH Editorial Board
  - 3.1. The editorial board for the Journal shall be the SIH Editorial Board.
  - 3.2. The Society's Board of Directors shall approve additional and replacement SIH Editorial Board members from among nominees proposed by the editor-in-chief.

- 3.3. The editor-in-chief is responsible for the activities of the Editorial Board and may appoint associate editors from the ranks of the Editorial Board.

## **Section 2 — Other Publications**

The SSH Board of Directors may direct the creation of additional official publications of the Society.

### **Article XIII. Parliamentary Procedure**

The rules contained in the current edition of Robert's Rules of Order shall be the Society's procedural standard except when they are inconsistent with the Society Bylaws or Society Policy. In those events, the Bylaws shall prevail. The Board of Directors shall appoint a parliamentarian who will be responsible for Society meetings, as needed.

### **Article XIV. Indemnification**

The Society shall indemnify all officers, directors, and employees for expenses incurred with the defense costs incurred prior to judgment or other claim resolution (subject to the individual's submittal of a written undertaking to repay if ultimately not entitled to indemnification) or settlement of any claim against such person by reason of service as an officer, director, or employee. Unless a judgment or adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious or knowingly wrongful act, error or omission of such person. The Board of Directors will establish a procedure to determine whether indemnification payments are entitled under the bylaw.

### **Article XV. Dissolution**

#### **Section 1 — Net Assets**

1. A three quarter (3/4) majority vote of the Board of Directors members shall be required to dissolve the Society.
2. In the event of dissolution of the Society, the net assets of the corporation shall be applied and distributed as follows:
  - 2.1. Liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
  - 2.2. Distribution of assets: The Board of Directors will determine the remaining assets and the distribution of assets to simulation-related projects and/or organizations who qualify under the federal rules and regulations as 501(c)(3) organizations under the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, state or local government for a public purpose.

### **Article XVI. Amendments**

#### **Section 1 — Submission**

1. Amendments to the bylaws shall be proposed by the Bylaws Committee, Board of Directors or by written request of at least 10% of Active Members in accordance with Society procedures and applicable laws.
2. Amendments shall be submitted to the Board of Directors for consideration and approval.

3. Amendments accompanied by verified non-electronic signatures of at least 30% of current membership shall not require Board of Directors approval. Amendments submitted through this method shall still require ratification as described in Article XVI, Section 2, Part 2.

## **Section 2 — Approval**

1. Amendments approved by the Board of Directors shall be presented to the membership for ratification at the Society's Annual Business Meeting or by other means as determined by the Board of Directors.
2. Amendments submitted under Article XVI, Section 1, Part 3, shall be presented to the membership for ratification at the Society's Annual Business Meeting or by other means as determined by the Board of Directors and pursuant to the laws and regulations of the state where the Society is incorporated.
3. Proposed changes in the bylaws and amendments shall be reported to the membership by a means determined by the Board of Directors.
4. If a conflict between Society policy and the Society bylaws exist, the bylaws will prevail. If the bylaws are silent on a topic, Society policy or laws and regulations of the state where the Society is incorporated will determine the resolution.
5. Bylaw amendments shall be considered approved by a majority vote of at least 5% of the total membership of the Society, whether electronic or in person.

## **Article XVII. Definition and Terms**

### **Section 1 — Society**

The term Society refers to the legal entity, the Society for Simulation in Healthcare (SSH)

### **Section 2 — Annual Business Meeting**

1. The term Annual Business Meeting (ABM) refers to the Society's annual membership meeting as required in the bylaws and by Federal and State regulations governing the Society.
  - 1.1. The ABM may be held in conjunction with the Society's annual scientific conference: International Meeting on Simulation in Healthcare (IMSH).
  - 1.2. The Board of Directors may elect to have the ABM at another time than in association with IMSH

### **Section 3 — Board of Directors, Directors, and Officers**

1. The voting members of the Board of Directors (BOD) are made up of the Directors, and Officers.
2. The term Director refers to an at-large-Director of the BOD
3. The term Officers refers to any individual holding the office of:
  - 3.1. President
  - 3.2. President-elect
  - 3.3. Past President
  - 3.4. Secretary
  - 3.5. Treasurer

### **Section 4 — Vacancy**

The term vacancy refers to any situation whereby an individual cannot fulfill his/her term on the BOD or a committee for any reason.

## **Section 6 – Councils, Commissions, and Committees**

1. Councils – A group of SSH members charged with the management and delivery of SSH programs. Councils are partially independent of SSH and are responsible for the development, delivery, and integrity of each program. This includes, but is not limited to, verifying that all requisite compliance, regulatory, and quality standards are met and maintained.
2. Commissions – a group of SSH members charged with the oversight of stated SSH committees or activities per the bylaws. Commissions are responsible for providing oversight and direction to the stated committees through an annual charge provided by the SSH Board of Directors. Commissions report directly to the SSH Board through a designated staff liaison. SSH Commission Chairs and Vice-Chairs are appointed by the SSH President-elect pursuant to Article IX, Section 2.
3. Committees – a group of SSH members appointed for a specific function of the SSH. Committees are provided annual charges by the SSH Board of Directors and report directly to the Board through the designated staff liaison. SSH Committee Chairs and Vice-Chairs are appointed by the SSH President-elect pursuant to Article IX, Section 2.

Approved 11/24/04;

Revised 1/15/05, 6/15/05, 2/14/06, 01/16/07, 1/15/08, 1/11/09, 1/25/2010, 1/20/2011, 1/22/2012, 1/29/2012, 1/29/2013, 1/26/2014, 4/16/2015, 04/2016, 04/2017, 04/2018, 03/2019, 03/2022, 03/2023, 04/2024